

PAUL WEISS

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

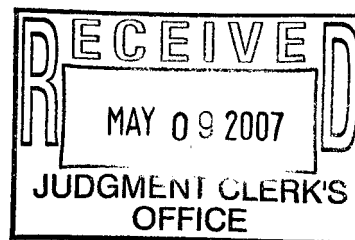
AIG GLOBAL INVESTMENT CORP.,
Plaintiff,
v.
TYCO INTERNATIONAL GROUP, S.A.,
Defendant.

07 CV 3693
JUDGE SCHEINDLIN

**DECLARATION OF ANDREW G. GORDON IN SUPPORT
OF PLAINTIFF'S MOTION FOR A TEMPORARY RESTRAINING ORDER
AND PRELIMINARY INJUNCTION**

ANDREW G. GORDON declares pursuant to 28 U.S.C. § 1746:

1. I am a member of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel to plaintiff, and make this Declaration in support of Plaintiff's Motion for a Temporary Restraining Order and Preliminary Injunction.
2. The purpose of this declaration is to make part of the record documentary evidence that is referred to in our accompanying Memorandum of Law, and to set forth certain other facts relevant to plaintiff's motion.
3. Attached as Exhibit A is a true and correct copy of the Offer to Purchase and Consent Solicitation Statement that Tyco International Group, S.A., filed with the Securities and Exchange Commission on April 27, 2007.
4. Attached as Exhibit B is a true and correct copy of the Second Circuit's opinion in *Sharon Steel Corp. v. The Chase Manhattan Bank, N.A.*, 691 F.2d 1039 (2d Cir. 1982).



5. Attached as Exhibit C is a true and correct copy of the Indenture dated June 9, 1998.

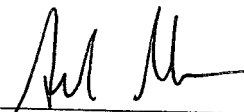
6. Attached as Exhibit D is a true and correct copy of the Indenture dated November 12, 2003.

7. Attached as Exhibit E is a true and correct copy of the May 2, 2007 letter from Gerard E. Harper to the Corporate Trust Administrator for The Bank of New York, who is the Indenture Trustee for the Indentures (the "Trustee"). To date, the Trustee has not responded to any of the issues raised in Mr. Harper's May 2, 2007 letter.

8. Plaintiff has not previously applied for the relief sought by this motion.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
May 9, 2007



Andrew G. Gordon

